

VERTEX PHARMACEUTICALS INC / MA

Form 4

October 01, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH IAN F

2. Issuer Name and Ticker or Trading Symbol
VERTEX PHARMACEUTICALS INC / MA [VRTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2014

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
EVP & CFO

C/O VERTEX PHARMACEUTICALS INCORPORATED, 50 NORTHERN AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BOSTON, MA 02210

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 09/30/2014 | | M | | 2,267 A \$ 33.28 | 47,537 | D |
| Common Stock | 09/30/2014 | | M | | 13,594 A \$ 39.05 | 61,131 | D |
| Common Stock | 09/30/2014 | | M | | 11,329 A \$ 33.82 | 72,460 | D |
| Common Stock | 09/30/2014 | | M | | 16,993 A \$ 38.8 | 89,453 | D |

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| | | | | | | | | |
|--------------|------------|--------------|--------|---|----------------------|---------|---|--------|
| Common Stock | 09/30/2014 | M | 11,330 | A | \$ 51.75 | 100,783 | D | |
| Common Stock | 09/30/2014 | M | 16,993 | A | \$ 37.86 | 117,776 | D | |
| Common Stock | 09/30/2014 | M | 18,126 | A | \$ 48.74 | 135,902 | D | |
| Common Stock | 09/30/2014 | M | 16,992 | A | \$ 45.11 | 152,894 | D | |
| Common Stock | 09/30/2014 | <u>S</u> (1) | 14,007 | D | \$ 111.31 (2) (3) | 138,887 | D | |
| Common Stock | 09/30/2014 | <u>S</u> (1) | 43,112 | D | \$ 112.21 (3) (4) | 95,775 | D | |
| Common Stock | 09/30/2014 | <u>S</u> (1) | 28,751 | D | \$ 113.1 (3) (5) | 67,024 | D | |
| Common Stock | 09/30/2014 | <u>S</u> (1) | 22,156 | D | \$ 113.9 (3) (6) | 44,868 | D | |
| Common Stock | | | | | | 5,306 | I | 401(k) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 33.28 | 09/30/2014 | | M | 2,267 | (7) 07/15/2019 | Common Stock | 2,267 |
| | \$ 39.05 | 09/30/2014 | | M | 13,594 | (8) 02/03/2020 | | 13,594 |

| Stock Option (right to buy) | | | | | | | | Common Stock | |
|-----------------------------|----------|------------|---|--------|-------------|------------|--------------|--------------|--|
| Stock Option (right to buy) | \$ 33.82 | 09/30/2014 | M | 11,329 | <u>(9)</u> | 07/13/2020 | Common Stock | 11,329 | |
| Stock Option (right to buy) | \$ 38.8 | 09/30/2014 | M | 16,993 | <u>(10)</u> | 02/02/2021 | Common Stock | 16,993 | |
| Stock Option (right to buy) | \$ 51.75 | 09/30/2014 | M | 11,330 | <u>(11)</u> | 07/12/2021 | Common Stock | 11,330 | |
| Stock Option (right to buy) | \$ 37.86 | 09/30/2014 | M | 16,993 | <u>(12)</u> | 02/01/2022 | Common Stock | 16,993 | |
| Stock Option (right to buy) | \$ 48.74 | 09/30/2014 | M | 18,126 | <u>(13)</u> | 07/24/2022 | Common Stock | 18,126 | |
| Stock Option (right to buy) | \$ 45.11 | 09/30/2014 | M | 16,992 | <u>(14)</u> | 02/04/2023 | Common Stock | 16,992 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH IAN F C/O VERTEX PHARMACEUTICALS INCORPORATED 50 NORTHERN AVENUE BOSTON, MA 02210 | | | EVP & CFO | |

Signatures

Kenneth L. Horton,
Attorney-In-Fact

10/01/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Transaction made pursuant to Mr. Smith's company approved trading plan under Rule 10b5-1.
- (2) Open market sales reported on this line occurred at a weighted average price of \$111.31 (range \$110.61 to \$111.60).
- (3) Mr. Smith undertakes to provide (upon request by the SEC staff, the issuer or a security holder of the issuer) full information regarding the number of shares sold at each separate price.
- (4) Open market sales reported on this line occurred at a weighted average price of \$112.21 (range \$111.61 to \$112.60).
- (5) Open market sales reported on this line occurred at a weighted average price of \$113.10 (range \$112.61 to \$113.59).
- (6) Open market sales reported on this line occurred at a weighted average price of \$113.90 (range \$113.61 to \$114.34).
- (7) The option vests in 16 quarterly installments from 07/16/2009.
- (8) The option vests in 16 quarterly installments from 02/04/2010.
- (9) The option vests in 16 quarterly installments from 07/14/2010.
- (10) The option vests in 16 quarterly installments from 02/03/2011.
- (11) The option vests in 16 quarterly installments from 07/13/2011.
- (12) The option vests in 16 quarterly installments from 02/02/2012.
- (13) The option vests in 16 quarterly installments from 07/25/2012.
- (14) The option vests in 16 quarterly installments from 02/05/2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.